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In re:

JAZZ PHOTO CORP.,

Debtor.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HONORABLE MORRIS STERN
CASE NO. 03-26565 (MS)

Chapter 11

**APPLICATION IN SUPPORT OF
MOTION FOR AN ORDER
APPOINTING EDWIN N. ORDWAY, JR.
AS SUCCESSOR TRUSTEE OF THE
JAZZ PHOTO CORP. LIQUIDATION
TRUST**

HEARING DATE AND TIME:

July __, 2007 at __: __.m.

ORAL ARGUMENT REQUESTED

TO: HONORABLE MORRIS STERN
United States Bankruptcy Court

The Application of Cole, Schotz, Meisel, Forman & Leonard, P.A., counsel to the Jazz Photo Corp. Liquidation Trust (the “Trust”), in support of a motion for an Order appointing Edwin N. Ordway, Jr. as successor trustee of the Trust, respectfully represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over the motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a “core proceeding” pursuant to 28 U.S.C. § 157(b).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

3. On May 20, 2003 (the “Filing Date”), Jazz Photo Corp. (the “Debtor”) filed a voluntary petition for relief pursuant to Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”). From the Filing Date through March 1, 2005, the Debtor operated its business as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. In connection with the settlement of the Debtor’s litigation against Imation Corp., the Debtor was required to cease ordinary business operations effective March 1, 2005.

5. On May 13, 2005, this Court entered an Order confirming the First Amended Joint Plan of Orderly Liquidation (the “Plan”) proposed by the Debtor and the Official Committee of Unsecured Creditors (Doc. No. 1036). The Plan provided for the formation of the Trust and appointed Brian T. Moore as Trustee under a Court-approved Liquidation Trust Agreement (the “Trust Agreement”).

6. Subject to the terms of the Trust Agreement and the Plan, the trustee’s powers include the power to review, reconcile and settle claims against the Debtor’s estate. The trustee also is charged with, among other things, making distributions under the Plan and filing tax returns. The trustee also pursues litigation related to pre-confirmation events.

7. Regrettably, counsel received notice that Mr. Moore passed away on July 24, 2007. While Mr. Moore completed the majority of the trustee's duties, the estate is not fully administered. As such, a successor liquidating trustee must be appointed.

8. Section 7.5 of the Plan provides that "in the event of a vacancy in the position of the Liquidating Trustee (whether by removal, resignation, illness, incapacity or death), the vacancy will be filled by the appointment of a successor Liquidating Trustee upon approval by the Bankruptcy Court."

III. RELIEF REQUESTED AND THE BASIS THEREFOR

9. This Application seeks an order appointing Edwin N. Ordway, Jr. as successor trustee of the Trust.

10. As previously stated, the estate is not fully administered. The remaining duties the successor trustee will have to discharge include the completion and filing of tax returns of the Trust and beneficiary tax reporting, as required, for the year 2006.¹ In addition, counsel believes there will need to be certain tax filings required in 2007. Further, the Trust is still awaiting receipt of settlement funds relating to an adversary proceeding commenced against Mona Benun and certain of her daughters seeking to recover preferential transfers and fraudulent conveyances. Once those funds are received, the successor trustee must make a final dividend distribution to creditors.

11. Counsel submits that Mr. Ordway is the best candidate to be Mr. Moore's successor.² Mr. Ordway is the managing member of Capstone Advisory Group, LLC ("Capstone"), of which Mr. Moore also was a member. As such, Mr. Ordway has access to Mr.

¹ Counsel has been informed that pursuant to an extension, the current deadline to file the returns is October 15, 2007.

² A copy of Mr. Ordway's curriculum vitae is attached as Exhibit A.

Moore's computer and paper files, which will facilitate a smooth transition. Additionally, and perhaps more importantly, this Court previously appointed Mr. Ordway as an examiner in this proceeding to opine the reasonableness of the Imation settlement. Accordingly, Mr. Ordway has familiarity with this case and the Debtor's estate.

IV. NOTICE

12. Notice of this Motion has been given to: (a) the Office of the United States Trustee, (b) counsel to Fuji Photo Film Co., Ltd., and (c) all parties that have filed notices of appearance requesting notice and service of pleadings in the Debtor's Chapter 11 case. In light of the nature of the relief requested, the Trustee submits that no further notice need be given.

V. CONCLUSION

WHEREFORE, it is respectfully requested that the Court appoint Edwin N. Ordway, Jr. as successor trustee of the Trust.

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Attorneys for the Jazz Photo Corp.
Liquidation Trust

By: /s/ Warren A. Usatine
Warren A. Usatine

DATED: July 25, 2007

EXHIBIT A



Edwin N. Ordway, Jr.

-New Jersey

background Ed Ordway is an Executive Director of Capstone Advisory Group, LLC, and is based in New Jersey. He specializes in providing financial restructuring advisory and investigative services to companies, creditors, equity holders and third-party purchasers in the workout and financial communities. Mr. Ordway has also served as a court appointed examiner, as a trustee, and has provided expert testimony concerning bankruptcy matters.

cases Mr. Ordway has represented various parties-in-interest of troubled companies including: Kmart; Citation; APS Auto Parts; W.R. Grace; Purina Mills; Vencor Inc.; Loews Cineplex Entertainment; Polaroid; Sunbeam; National Energy Group; U.S. Industries; Atlas Air; and U.S. Office Products.

industry experience His industry expertise includes automotive, retail, entertainment, apparel, manufacturing, chemicals, real estate, broadcasting, financial services, import/export, energy, consumer products, and transportation.

Prior to co-founding Capstone, Mr. Ordway was a Senior Managing Director at the Policano & Manzo legacy practice at FTI Consulting for fourteen years, most recently as co-leader of FTI's national restructuring practice. Previously, he spent five years as Chief Operating Officer of Knickerbocker Associates, a real estate development and investment company with projects valued in excess of \$100 million. He was also with a major auditing firm for eight years.

education Mr. Ordway holds a BA in Economics and Accounting from Rutgers University. He is a Certified Public Accountant whose professional memberships include the Association of Insolvency and Restructuring Advisors, the New Jersey State Society of CPAs, and the American Institute of CPAs. He has spoken at professional forums and to institutional lenders on topics ranging from DIP financing and valuation to exit financing strategies, among other troubled company issues.